

Agenda

for a meeting of the



Shareholder and Joint Venture Group for Oxford City Council Companies

Date: **Wednesday 10 March 2021**

Meeting
starts at: **5.15 pm**

Place: **Zoom - Remote meeting**

For any further information please contact the Committee
Services Officer:

**Jennifer Thompson, Committee and Member Services
Officers**

Telephone: 01865 25 2275

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This meeting will be held mostly or entirely in private session as the Group will be discussing commercially sensitive matters and information relating to the Council's companies.

Many of the reports are not available to the public as they contain commercially sensitive information relating to the Council's companies.



*Barton Oxford
LLP*

Shareholder and Joint Venture Group

Membership

Chair	Councillor Susan Brown	
Vice-Chairs	Councillor Ed Turner	Councillor Tom Hayes
Members	Councillor Nigel Chapman	Councillor Mary Clarkson
	Councillor Alex Hollingsworth	Councillor Mike Rowley
	Councillor Linda Smith	Councillor Marie Tidball
	Councillor Louise Upton	

The quorum for this meeting is three members.

All Members of Cabinet are Members of this Group (the SJVG).

Advisers to the Group (the SJVG)

Susan Sale	Law & Governance		
Nigel Kennedy	s151 Officer / Head of Financial Services	Tom Hudson	Law & Governance

Agenda items

Number	Agenda item	Approximate start times/ Pages
1	Apologies for absence	
2	Declarations of interest	
3	Matters Exempt from Publication <p>If the SJVG wishes to exclude the press and the public from the meeting during consideration of any of the items on the exempt from publication part of the agenda, it will be necessary for the SJVG to pass a resolution in accordance with the provisions of Paragraph 4(2)(b) of the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2012 on the grounds that their presence could involve the likely disclosure of exempt information as described in specific paragraphs of Schedule 12A of the Local Government Act 1972.</p> <p>The SJVG may maintain the exemption if and so long as, in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.</p>	
4	Appointment of members to the Partnership Board of Barton LLP <p>Purpose of report: to provide an update regarding the appointment of members to the Partnership Board of Barton LLP.</p> <p>Recommendation: that there is a resolution to note the contents of the report.</p>	7 - 8
5	Appointment to the Board of Directors for OxWED <p>Purpose of report: to seek approval for a change in the Council nominations to the Board of Directors for OxWED.</p> <p>Recommendations: that there is a resolution to appoint Caroline Green as one of the three Directors nominated by Oxford City Council on the OxWED Board.</p>	9 - 10
6	Scrutiny comments and/or recommendations <p>On 2 March the Scrutiny Committee will consider the Cabinet report related to Item 7 and its recommendations will be circulated with the Cabinet papers.</p> <p>Any recommendations or comments specifically for the SJVG will be reported here.</p>	

7 **Oxpens Redevelopment Update - Confidential**

11 - 234

Purpose of report: to set out the rationale for Oxford West End Development (OxWED) proceeding with the preparation and submission of its own outline planning application and associated site preparation & promotion work and to seek approval for a formal request for additional loan finance, of up to £2m to the Joint Venture Partners, Oxford City Council and Nuffield College (up to £1m from each partner), to support this work.

Recommendations: as set out in the report.

8 **Date of next meeting**

The next meeting is on 17 March at 6.00pm.

Commercially sensitive information

The private/ restricted access parts of this agenda contain commercially sensitive information relating to the Council's companies and joint ventures. The handling of confidential information is an important element in the relationship of trust that exists between members, officers and the public.

A mishandling of such information or its accidental or deliberate disclosure will damage that trust as well as possibly lead to formal proceedings being taken against the Council, individual members or officers.

The duty not to disclose information provided to a member in confidence is governed by the General Obligations under the Members' Code of Conduct contained in the Council's constitution (Paragraph 22.7).

Councillors declaring interests

General duty

You must declare any disclosable pecuniary interests when the meeting reaches the item on the agenda headed "Declarations of Interest" or as soon as it becomes apparent to you.

What is a disclosable pecuniary interest?

Disclosable pecuniary interests relate to your* employment; sponsorship (ie payment for expenses incurred by you in carrying out your duties as a councillor or towards your election expenses); contracts; land in the Council's area; licenses for land in the Council's area; corporate tenancies; and securities. These declarations must be recorded in each councillor's Register of Interests which is publicly available on the Council's website.

Declaring an interest

Where any matter disclosed in your Register of Interests is being considered at a meeting, you must declare that you have an interest. You should also disclose the nature as well as the existence of the interest.

If you have a disclosable pecuniary interest, after having declared it at the meeting you must not participate in discussion or voting on the item and must withdraw from the meeting whilst the matter is discussed.

Members' Code of Conduct and public perception

Even if you do not have a disclosable pecuniary interest in a matter, the Members' Code of Conduct says that a member "must serve only the public interest and must never improperly confer an advantage or disadvantage on any person including yourself" and that "you must not place yourself in situations where your honesty and integrity may be questioned". What this means is that the matter of interests must be viewed within the context of the Code as a whole and regard should continue to be paid to the perception of the public.

*Disclosable pecuniary interests that must be declared are not only those of the member her or himself but also those member's spouse, civil partner or person they are living with as husband or wife or as if they were civil partners.

Shareholder and Joint Venture Group

Information about Oxford City Council companies

Information about each company is also available on the [Companies House](#) website.



1. Oxford West End Development Ltd (OXWED) (Company no.09957392)

OXWED is a joint venture development partnership company with Nuffield College created to enable the delivery of a major new mixed used development on the Oxpens site, a key site to the west of Oxford City Centre.

The Council and Nuffield College each have a 50% holding in OXWED and each can appoint three directors to the OXWED Board which takes some strategic and all operational decisions.

OXWED has different shareholder arrangements from the other Council Companies because most shareholder decisions must only be taken by jointly by the shareholders (the Council and Nuffield College).

4. Barton Oxford Limited Liability Partnership (LLP) (Company no.OC368330)

Barton Oxford LLP is a joint venture development partnership of the Council and Grosvenor Developments Ltd created to enable the delivery of the major new development now known as Barton Park.

The structure and governance of an LLP is different from that of a Limited Company.

To: Shareholder and Joint Venture Group
Date: 10 March 2021
Report of: Head of Law & Governance
Title of Report: Appointment of members to the Partnership Board of Barton LLP

Summary and recommendations	
Purpose of report:	This report provides an update regarding the appointment of members to the Partnership Board of Barton LLP
Recommendation: There is a resolution to: 1. Note the contents of the report.	

Introduction and background

1. The Council entered into a 50:50 Limited Liability Venture Partnership with Grosvenor Developments Limited to facilitate the strategic housing development at the Barton site. The Members' Agreement relating to Barton LLP provides for appointments to its Partnership Board in para 5.12.
2. Each of the parties (Oxford City Council and Grosvenor Developments Ltd) can appoint a minimum of 2 and a maximum of 3 to the Partnership Board of the LLP. The quorum for a meeting of the Partnership Board is 4 with 2 from the Council and 2 from Grosvenor Development Limited.
3. Appointments to the Partnership Board are not reserved to the Shareholder and Joint Venture Group and are dealt with using delegated powers.

Appointments to the Partnership Board of Barton LLP

4. The Council has been represented on the Partnership Board by Caroline Green and Stephen Clarke. Caroline Green has recently resigned from the Partnership Board.
5. On 5 February 2021 the Chief Executive decided to appoint Carolyn Ploszynski and Paul Leo to the Partnership Board of Barton LLP to join Stephen Clarke as the Council's representatives. The number of Council appointments to the Partnership Board of Barton LLP have been increased from 2 to 3 to provide greater resilience. The appointments take effect from 1st March 2021.

Financial Implications

6. There are no financial implications arising directly from this report.

Legal Implications

7. The Council's Constitution (Part 3.7) provides that since the Council and its companies are separate legal entities, care must be taken to ensure that conflicts of interest are avoided. The Council's Constitution provides that when Council officers are asked to provide advice in a situation where the interests of the Council and a company are not entirely aligned, individual officers should be assigned to advise or represent one side or the other, but should not act for both.

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To: Shareholder and Joint Venture Group
Date: 10 March 2021
Report of: Head of Law & Governance
Title of Report: Update on appointments – OXWED

Summary and recommendations	
Purpose of report:	To seek approval for a change in the Council nominations to the Board of Directors for OxWED
Recommendations:	That there is a resolution to:
1.	appoint Caroline Green as one of the three Directors nominated by Oxford City Council on the OxWED Board.

Background and reasons

1. Oxford West End Development Ltd (“OxWED”) is a joint venture company, owned on a 50-50 basis by its two shareholders - Nuffield College and Oxford City Council. The OxWED Board is comprised of up to six directors – with up to three being nominated by each of the College and the Council. The quorum for an OxWED Board meeting is four Directors, provided that at least two Directors nominated by each shareholder are present.
2. The Shareholders’ Agreement relating to OxWED states that it is the responsibility of the shareholders to nominate Directors to the Board of the company. The Council’s Constitution provides (Part 3.7) that the shareholder role will be performed by the Shareholder and Joint Venture Group.
3. The Council is currently represented on the OxWED Board by Tom Bridgman, Jane Winfield and Gordon Mitchell. In light of Gordon Mitchell’s resignation from the Council at the end of February 2021 it is proposed that Caroline Green is instead nominated as a Council representative on the OxWED Board as a Director.

Financial Implications

4. There are no financial implications arising directly from this report.

Legal Implications

5. The responsibility to represent the Council as shareholder of each company is an executive function. The Leader of the Council may therefore determine the nature of such representation, currently operated through a Shareholder and Joint Venture Group comprising all members of the Cabinet.

6. The directors hold a fiduciary duty to their company, but at the same time are also accountable to the shareholder, and as such owe duties to both the Council and the company.
7. As the Council and its companies are separate legal entities, care must be taken to ensure that conflicts of interest are avoided. The Council's Constitution provides that when Council officers are asked to provide advice in a situation where the interests of the Council and a company are not entirely aligned, individual officers should be assigned to advise or represent one side or the other, but should not act for both.

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